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LAW OFFICES OF  
**LOUIS E. GITOMER**

LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885

December 9, 2010

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423

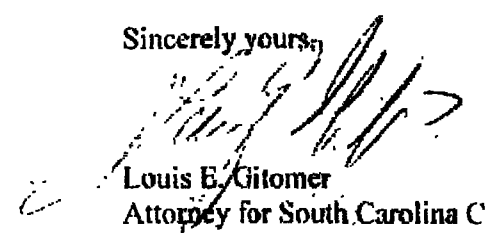
RE: Docket No. 42121, *Total Petrochemicals USA, Inc. v. CSX Transportation, Inc.*; *Carolina Piedmont Division*; *Georgia Woodlands Railroad, LLC*; *Madison Railroad*; *Mohawk, Adirondack & Northern Railroad Corp.*; *Nashville And Eastern Railroad Corp.*; *New Hope & Ivyland Railroad*; *Pioneer Valley Railroad*; *R.J. Corman Railroad Company (Memphis)*; *Seminole Gulf Railway L.P.*; *Sequatchie Valley Railroad Company*; and *South Branch Valley Railroad*

Dear Ms. Brown:

Enclosed for filing is the Answer of the South Carolina Central Railroad Company, Central Piedmont Division to the Second Amended Complaint filed by Total Petrochemicals USA, Inc.

Thank you for your assistance. If you have any questions please call or email me.

Sincerely yours,

  
Louis E. Gitomer  
Attorney for South Carolina Central  
Railroad Company, Central Piedmont  
Division

Enclosure

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Docket No. 42121

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TOTAL PETROCHEMICALS USA, INC.

v.

CSX TRANSPORTATION, INC.; CAROLINA PIEDMONT DIVISION; GEORGIA  
WOODLANDS RAILROAD, LLC; MADISON RAILROAD; MOHAWK, ADIRONDACK &  
NORTHERN RAILROAD CORP.; NASHVILLE AND EASTERN RAILROAD CORP.; NEW  
HOPE & IVYLAND RAILROAD; PIONEER VALLEY RAILROAD; R.J. CORMAN  
RAILROAD COMPANY (MEMPHIS); SEMINOLE GULF RAILWAY L.P.; SEQUATCHIE  
VALLEY RAILROAD COMPANY; AND SOUTH BRANCH VALLEY RAILROAD

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ANSWER OF CAROLINA PIEDMONT DIVISION TO SECOND AMENDED COMPLAINT  
OF TOTAL PETROCHEMICALS USA, LLC

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Scott G. Williams Esq.  
Senior Vice President & General Counsel  
RailAmerica, Inc.  
7411 Fullerton Street, Suite 300  
Jacksonville, FL 32256  
(904) 538-6329

Louis E. Gitomer, Esq.  
Law Offices of Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204  
(410) 296-2250  
Lou\_Gitomer@verizon.net

Attorneys for: Carolina Piedmont Division

Dated: December 9, 2010

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Docket No. 42121

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TOTAL PETROCHEMICALS USA, INC.

v.

CSX TRANSPORTATION, INC.; CAROLINA PIEDMONT DIVISION; GEORGIA WOODLANDS RAILROAD, LLC; MADISON RAILROAD; MOHAWK, ADIRONDACK & NORTHERN RAILROAD CORP.; NASHVILLE AND EASTERN RAILROAD CORP.; NEW HOPE & IVYLAND RAILROAD; PIONEER VALLEY RAILROAD; R.J. CORMAN RAILROAD COMPANY (MEMPHIS); SEMINOLE GULF RAILWAY L.P.; SEQUATCHIE VALLEY RAILROAD COMPANY; AND SOUTH BRANCH VALLEY RAILROAD

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ANSWER OF CAROLINA PIEDMONT DIVISION TO SECOND AMENDED COMPLAINT  
OF TOTAL PETROCHEMICALS USA, LLC

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Pursuant to 49 C.F.R. § 1111.4, the South Carolina Central Railroad Company, Carolina Piedmont Division ("CPDR") answers the Second Amended Complaint (the "Second Amended Complaint") filed on October 4, 2010 by TOTAL Petrochemicals USA, LLC ("TPI"). The Surface Transportation Board (the "Board") granted a motion for leave to file the Second Amended Complaint and ordered that Answers be filed by December 9, 2010.<sup>1</sup>

CPDR denies all allegations made by TPI that CPDR has violated 49 U.S.C. §§ 10701, 10704, and 10707. In the Second Amended Complaint, TPI has added CPDR as a defendant only with respect to one route, identified in Exhibit B to the Second Amended Complaint as item 37, from New Orleans, LA to Simpsonville, SC (the "CPDR Route"). CPDR will respond to the allegations made with respect to the CPDR Route in the Second Amended Complaint. With

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<sup>1</sup> *TOTAL Petrochemicals USA, Inc. v. CSX Transportation, Inc.*, Docket No. NOR 42121 (STB served November 19, 2010).

respect to all of the other routes identified in the Second Amended Complaint, CPDR denies all allegations raised.

In response to the unnumbered paragraphs beginning on page 1 of the Second Amended Complaint, CPDR denies that TPI has paid or will pay common carrier rates in excess of reasonable maximum levels for CPDR's transportation of the movements over the CPDR Route as set forth in the Second Amended Complaint, denies that the Board has jurisdiction over the rates charged for the movement over the CPDR Route, and denies that TPI is entitled to the relief it seeks in this proceeding. The remainder of the unnumbered paragraphs consists of a characterization of TPI's Second Amended Complaint, to which no response is required. To the extent that any response may be required, CPDR denies the remaining allegations of those paragraphs.

**To the extent that CPDR does not specifically admit an allegation made in the Second Amended Complaint, that allegation is denied.**

With respect to the numbered paragraphs of the Second Amended Complaint, CPDR responds as follows:

1. CPDR is without sufficient information to admit or deny the allegations of Paragraph 1. To the extent a response is required, CPDR denies the allegations of Paragraph 1.
2. CPDR admits the allegations of Paragraph 2 to the extent they apply to CPDR. CPDR is without sufficient information to admit or deny the allegations of Paragraph 2 to the extent they apply to any carrier other than CPDR.
3. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 3.

4. CPDR admits the allegations of Paragraph 4.

5. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 5.

6. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 6.

7. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 7.

8. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 8.

9. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 9.

10. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 10.

11. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 11.

12. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 12.

13. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 13.

14. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 14.

15. Paragraph 15 consists of characterization of TPI's Second Amended Complaint, to which no response is required. To the extent that any response may be required CPDR is without sufficient information to admit or deny the allegations made by TPI.

16. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 16.

17. CPDR admits the first sentence of Paragraph 17 to the extent that it applies to the CPDR Route. CPDR is without sufficient information to admit or deny the allegations made by TPI in the first sentence of Paragraph 17 with respect to lines 1-36 and 38-120 in the Second Amended Complaint Exhibit B ("Exhibit B"). CPDR is without sufficient information to admit or deny the allegations made by TPI in the second sentence of Paragraph 17.

18. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 18.

19. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 19.

20. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 20.

21. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 21.

22. CPDR is without sufficient information to admit or deny the allegations made by TPI in Paragraph 22. CPDR denies the allegation made in the last sentence of Paragraph 22 that the rates are unreasonable.

23. Paragraph 23 states a legal conclusion to which no response is required. To the extent a response is required, CPDR denies the allegations made in Paragraph 23 with respect to the CPDR Route. CPDR is without sufficient information to admit or deny the allegations made by TPI with respect to all other traffic.

24. Paragraph 24 states a legal conclusion to which no response is required. To the extent a response is required, CPDR denies the allegations made in Paragraph 24 with respect to the CPDR Route. To the extent the allegation in Paragraph 24 refers to movements other than the CPDR Route, CPDR is without sufficient information to admit or deny the allegations made by TPI with respect to all other traffic.

25. Paragraph 25 states a legal conclusion to which no response is required. To the extent a response is required, CPDR denies the allegations made in Paragraph 25 with respect to the CPDR Route. To the extent the allegation in Paragraph 25 refers to movements other than the CPDR Route, CPDR is without sufficient information to admit or deny the allegations made by TPI with respect to all other traffic.

26. Paragraph 26 states a legal conclusion to which no response is required. To the extent a response is required, CPDR denies the allegations made in Paragraph 26 with respect to the CPDR Route. To the extent the allegation in Paragraph 26 refers to movements other than the CPDR Route, CPDR is without sufficient information to admit or deny the allegations made by TPI with respect to all other traffic.

27. Paragraph 27 states a legal conclusion to which no response is required. To the extent a response is required, CPDR denies the allegations made in Paragraph 27 with respect to the CPDR Route. To the extent the allegation in Paragraph 27 refers to movements other than

the CPDR Route, CPDR is without sufficient information to admit or deny the allegations made by TPI with respect to all other traffic.

28. Paragraph 28 states a legal conclusion to which no response is required. To the extent a response is required, CPDR denies the allegations made in Paragraph 28 with respect to the CPDR Route. To the extent the allegation in Paragraph 28 refers to movements other than the CPDR Route, CPDR is without sufficient information to admit or deny the allegations made by TPI with respect to all other traffic.

29. Paragraph 29 states a legal conclusion to which no response is required. To the extent a response is required, CPDR denies the allegations made in Paragraph 29 with respect to the CPDR Route. To the extent the allegation in Paragraph 29 refers to movements other than the CPDR Route, CPDR is without sufficient information to admit or deny the allegations made by TPI with respect to all other traffic.

The unnumbered final paragraph of the Second Amended Complaint (on pages 6 and 7) states legal conclusions and requests for relief, to which no response is required. To the extent a response may be deemed necessary, CPDR denies the allegations, conclusions, and requests for relief in that final paragraph, including clauses numbered 1 through 6. CPDR denies that TPI is entitled to any of the relief that it seeks in this proceeding or to any other relief.

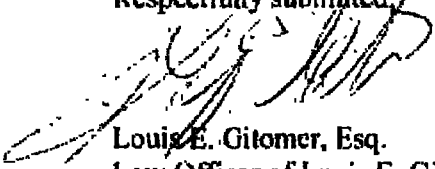


## PRAYER

For the foregoing reasons, CPDR requests the Board to: (1) conclude that CPDR has not violated any provision of 49 U.S.C. §§ 10701, 10704, and 10707; (2) dismiss the complaint; (3) discontinue this proceeding; and (4) award CPDR such other relief to which it is entitled.

Respectfully submitted,

Scott G. Williams Esq.  
Senior Vice President & General Counsel  
RailAmerica, Inc.  
7411 Fullerton Street, Suite 300  
Jacksonville, FL 32256  
(904) 538-6329



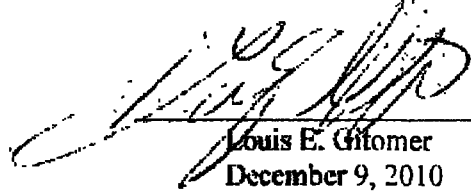
Louis E. Gitomer, Esq.  
Law Offices of Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204  
(410) 296-2250  
Lou.Gitomer@verizon.net

Attorneys for: SOUTH CAROLINA CENTRAL  
RAILROAD COMPANY

Dated: December 9, 2010

**CERTIFICATE OF SERVICE**

I hereby certify that I have caused the foregoing document to be served upon counsel for all parties of record electronically or by first class mail postage pre-paid.



Louis E. Gittomer  
December 9, 2010